GENERAL PARTNER SIGNATURE PAGE

for

AGREEMENT OF PARTNERSHIP

The undersigned hereby executed and acknowledges that a	attached	Agreement of
artnership (the "Partnership Agreement") of		
Company, as of the 27 day of June.	198 <u>8</u> .	and agrees to
Boome a General Partner thereof in accordance with the terms	and pro	visions of said
artnership Agreement.		
OUT TO	Jan	not an individual)
umber of Units Signature(s) MANTECAW AVE 6/27/88	ny sorr	_
esid. ddress Date $ \frac{BlooMF/E/D}{\text{ity, State, Zip Code}} $ $ \frac{579-96-5/31}{\text{Social Security or (if applicable) Tax I.D. I}}{\text{Social Security or (if applicable) Tax I.D. I}} $	lumber	- ,
COUNTY OF MIRRIESEX) SS: 579-96-51	3 (e e de enconstante de la companya d La companya de la companya del companya de la companya del companya de la companya del la companya de la
BEFORE ME, a Notary Public in and for said County and State appeared the above-named AAFI W. SHARIFAN	e, on this	day personally
who acknowledged that he did sign the foregoing Agree		Partnership of
as a General Partner there		
his own free act and deed,		
IN WITNESS WHEREOF, I have hereunto set my hand as	nd seal t	this $\frac{27}{}$ day
Notary Public	NOTARY PL	ALDINE A. WERT JULIC OF NEW JERSEY ION Expires April 18, 1989

Federal Co	minumication: Commission
Docket No. WI	02-08 Exhibit to 34
Presented by	
Disposition :	Identified
	Rejected
10portor	10
Date	103

SUBSCRIPTION AGREEMENT

The undersigned, having received a copy of the Partnership Agreement and the related documents to which the Partnership Units ("Units") of a general partnership (the "Partnership"), are offered for and in consideration of the execution and delivery of a like Subscription Agreement by other investors, hereby agrees to purchase UNE Unit(s) at the price of 10,000 per Unit, and in consideration therewith to become a Partner of the Partnership.

The undersigned agrees that payment of the full purchase price for each Unit shall be made in cash or check payable to the Partnership with the delivery of this Agreement and all other documents required to be executed by the partners.

In the event that the closing of the sale of the Units does not occur as set forth in the Partnership Agreement or is rejected by the Partnership, then the sundersigned's obligations hereunder and this Subscription Agreement shall be mult and void and all funds will be returned without interest.

The undersigned hereby represents and warrants to the Partnership and to the other investors that he:

- (a) has received, read and understood the Partnership Agreement, Subscription Agreement, and all related documents in connection with this transaction:
- (b) is aware that the investment in the Partnership involves certain economic variables and risks that could possibly adversely affect the security of his investment and that by becoming a general partner he will jointly and severally be responsible for all debts, obligations and claims arising from the Partnership business;

the legality of the Partnership or whether the Partnership complies with applicable securities laws of any state, and that TCC will not directly or indirectly manage the affairs of the Partnership;

(h) if the undersigned is a Partnership, Corporation or other entity, that such entity has its principal office and place of business in the State of $N \mathcal{I}$, or if such entity was formed for the purpose of acquiring Unit(s) in the Partnership, that each and every beneficial owner of such entity is a resident of the State of $N \mathcal{I}$, and meets all other suitability standards set forth in this Agreement.

The undersigned further represents that he may not cancel, transfer, assign or rescind this Agreement and this Agreement is subject to acceptance or rejection by the Partnership, and in case of rejection all funds will be returned.

The undersigned further represents that the information set forth below is accurate and may be relied upon for all purposes.

101 SHAFI M. SHARIFAN M. RIAHA SHARIFAN 77 YANTECAW AVE. BLOOMFIELD, NJ 07003 June 27 1988 55-1/212 Pay to the Malecki Ass. Es. Agent for Design Cellus \$ 10,000.90 CHECK NOT VALID FOR UNDER 500 DOLLARS Midlantic National Bank
2 Broad St., Bloomfield, NJ 07003

Memo

1:0 2 1 2000 1 2:11 800 10 10 9 9 5 711 000 1

EXHIBIT A

The partners of the General Partnership are:

Marie-Nadine Mulvaney NAME 51 South Bridge Street Somerville, New Jersey 08876 ADDRESS GITY STATE ZIP CODE TEL Becky Jo Clark NAME 114 East Brookwood Drive Clemson, South Carolina 292631 (803)C54-9193 ADDRESS GITY STATE ZIP CODE TELE Eugene Grumer NAME Southwyck Village, Maddaket #7 Scoth Plains, New Jersey 07076 (201)499-0460 ADDRESS GITY STATE ZIP CODE TELE George G. Malanga IAME 33 Lines Avenue Hopatcong, New Jersey 07843 (201)398-7 ADDRESS GITY STATE ZIP CODE TELE Cellular Dream Partnership-Kandace J. Dolphin IAME 3897 Sylvan Orive, York, Pennsylvania 17402 (717)757-2935						erry H. Jones
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Robert Bernstein	LEPHONE					
AME	LEPHONE					
106 Cranford Avenue Cranford, New Jersey 07016	LEPHONE					
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CELLULAR APPLICANT QUESTIONNAIRE

me to be used	d on Application, i.e.,	Doe Comm	runications	JEMC	mmunications, etc.		
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.me of individu	ual signing Applicatio	ก		(If	Applicant is a Corp	Title oration, Partners	ship, Etc.)
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Form 19 = 9 (Rev. July 1384) Department of the Treasury Internal Revenue Service

Payer's Request for Taxpayer Identification Number and Certification

Give This Form to the Payer, Middleman, Broker, or Barter Exchange

Name as shown on account (If joint account, list first and cing to the second of the s	N 1e	er you erain in	Part I below.)
List account number(s) here		,_	
Part 1 Taxpayer Identification Number—F	or All Accounts	Part II	For Payees Exempt From Backup Withholding (See
Enter your taxpayer identification number in the appropriate box. For most individuals, this is your social security number. If you do not have a number, see How to Obtain a TIN.	Social security number 579:96:5/31 OR		Instructions)
Note: If the account is in more than one name, see the chart on page 2 for guidelines on which number to give the payer.	Employer Islantification number		

Certification.—Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me). and
- (2) I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions.—You must cross out item (2) above if you have been notified by IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by IRS that you were subject to backup withholding you received another notification from IRS that you are no longer subject to backup withholding, do not cross out item (2). (Also see Certification under Specific Instructions.)

Please	
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H	

Signature

L. har, an

Date + 6127, 88

Instructions

(Section references are to the Internal Revenue Code.)

Purpose of Form

Complete this form and give it to the payer of interest, dividends, and certain other payments (including broker and barter exchange transactions) so that you will not be subject to the 20% backup withholding that became effective January 1, 1984.

Use this form to report and certify your taxpayer identification number (TIN) to the payer, to certify that you are not subject to backup withholding because of underreporting interest and dividends on your tax return, and to claim exemption from backup withholding if you are an exempt payee.

If you do not complete this form properly and return it to the payer, the payer may be required to withhold 20% of payments made to you. Note: If a payer gives you a form other than a W-9 to request your TIN, you must use the payer's form.

What is Backup Withholding

The Interest and Dividend Tax Compliance Act of 1983 requires payers to withhold and pay to IRS 20% of payments of interest, dividends, and certain other payments under certain conditions. This is called "backup withholding." If you give the payer your correct TIN, certify your TIN when required, and report all your taxable interest and dividends on your tax return, your payments will no subject to backup withholding.

ments you receive will be subject to ball up withholding if:

- (1) You do not lurhish your TIN to the payer, or
- (2) IRS notifies the payer that you furnished an incorrect TIN, or
- (3) You are notified by IRS that you are subject to backup withholding because you failed to report all your interest and dividends on your tax return (for interest and dividend accounts only), or
- (4) You fail to certify to the payer that you are not subject to backup withholding under (3) above (for interest and dividend accounts opened after 1983 only), or
- (5) You fail to certify your TIN. This applies only to interest, dividend, broker, or barter exchange accounts opened after 1983, or broker accounts considered inactive in 1983.

For other payments, you are subject to backup withholding only if (1) or (2) above applies.

Certain payees and payments are exempt from backup withholding and information reporting. See Payees and Payments Exempt from Backup Withholding, on this page, and Exempt Payees and Payments under Specific Instructions, on page 2, if you are an exempt payee.

How to Obtain a TIN

If you do not have a TIN, you should apply for one immediately. To apply for the number obtain Form SS-5, Application for a Social Security Number Card (for individuals), or Form SS-4, Application for Employer Identification Number (for businesses and all other entities), at your local office of the Social Security Administration or the Internal Revenue Service. Complete and file the appropriate form according to its instructions.

If you do not have a TIN, write "Applied For" in the space for the TIN in Part I, sign and date the form, and give it to the payer. You will then have 60 days to obtain a TIN and furnish it to the payer. During the 60-day period, the payments you receive will not be subject to the 20% backup withholding. However, if the payer does not receive your TIN from you within 60 days, backup withholding will begin and continue until you furnish your TIN to the payer.

Note: Writing "Applied For" on the form means

Note: Writing "Applied For" on the form means that you have already applied for a TIN, OR that you intend to apply for one in the near future.

As soon as you receive your TIN, complete another Form W-9, include your new TIN, sign and date the form, and give it to the payer.

Payees and Payments Exempt from Backup Withholding

The following lists payees that are exempt from backup withholding and information reporting. For interest and dividends; all listed payees are exempt. For broker transactions, payees listed in (1) through (13), and a person registered under the investment Advisers Act of 1940 who regularly acts as a broker are exempt. Payments subject to reporting under sections 6041 and 6041A are generally exempt from backup withholding only if paid to payees described in items (1) through (6), except that a corporation that provides medical and health care services or bills and collects payments for such services is not exempt from backup withholding or information reporting. Only payees described in items (2) through (6) are exempt from backup withholding for barter exchange transactions, patronage dividends, and payments by certain fishing boat operators.

EXHIBIT A

The partners of the General Partnership are:

		•	
		07646 (3	1011/202-8749
CITY	STATE	ZIP CODE	TELEPHONE
			•
Nou Vont	Now York 10014		
CITY	STATE	ZtP CODE	TELEPHONE
Bloomfield	, New Jersey 07003	(20	1)893-9245
CITY	STATE	ZIP CODE	TELEPHONE
			43-1851 TELEPHONE
017.1	SIAIL	Zir CODE	1 ELENTIONE
		P /201	1170 OACA
2E Elizabeth	n, New Jersey - 07		1)289-2418
CITY	STATE	ZIP CODE	TELEPHONE
		Bus.(201) 273-3023
Cranford, New		(201) 272-9072
Cranford, New	Jersey 07016 State		
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EXHIBIT D

The initial Manager of the Partnership is: 0

NAME	
191 North Avenue E	a s t
ADDRESS	3
Cranford	
CITY	
New Jersey	07016
STAIL	ZiP
201-276-8870	

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TO: Alee Cellular Communications

FROM: Allan C. Kane, Partnership Manager

DATE: December 29, 1989

RE: Change of FCC Counsel

As you know, questions have been raised at the Federal Communications Commission about Contingent Mutual Risk-Sharing Agreements. These questions may result in an FCC inquiry addressing the validity of such Agreements under FCC rules and could affect RSA awards made to parties to such Agreements.

In order to handle these matters, as Partnership Manager, I am recommending a change in the partnership's FCC counsel from William Franklin to the law firm of Hopkins and Sutter. Hopkins and Sutter is a national firm of over 250 lawyers. The Washington, D.C. Office of Chicago's Hopkins and Sutter has a well established communications practice, led by a former FCC GEneral Counsel. It also includes two partners well versed in FCC matters in general, and rellular matters in particular...each who have been practicing communications aw in Washington for over 15 years: Neal Goldberg, a former legal adviser to an FCC Commissioner, and Dick Edge, a former FCC common Carrier Bureau staff member who worked on the original cellular proceedings at the FCC.

If you have any questions, please do not hesitate to call this office.

Please sign at the bottom, and have witnessed by two individuals, this letter expressing your agreement to this change of law firms.

Best wishes for 1989 40

Date Jan 3,1990 Allan C. Kane, Partnership Manager

As a partner in the above General Partnership, I hereby agree by witnessed signature to the transfer of law firms as described above.

Witness 11 Time 2 Sport on S Witness 11 Total of

AGREEMENT TO RESCIND RISK-SHARING AGREEMENT

Pursuant to Section 7.2(c) of the Mutual Contingent Risk-Sharing Agreement of September, 1988, the parties thereto hereby agree to rescind, void and terminate the Agreement thereby placing the parties in the same position as if such agreement had never been entered into. The Rescission may be executed in couterparts. The person executing this Rescission on behalf of the Participant named below represents and warrants that he or she is fully authorized to execute and deliver this Rescission on behalf of such Participant.

Counterpart Signature of

NAME OF PAR	TICIPANT:	shafi Dhi	27/52/7	
Signature:				
Printed Nam of Person S		*		.,
Date:	Tail 3	7195 2195		
Witness:	Wines E	ch wither	and have a flow	/a
Witness:	PL1 =37	3-21-4-1		

<u> MARTNERSHIP</u>	NAME:	ALEC	Celluar	COMMUN	Date:	9,15
PARTNER:						

QUESTION #1:

This question has to do with the decision for the "New Jersey Partnerships" (12) to enter into and to participate in a Profit Sharing arrangement among themselves, so as to reduce the individual Partnerships and Individual risks, as well as to increase the opportunity for the Individual Partnership and Individual to participate in a greater opportunity to share in the potentially greater number of market awards. (Greater profits.)

(The Managing Partner recommends that this matter be approved.)

YOUR VOILE

- [X] I vote YES, unreservedly, to approve the PROFIT SHARING PROGRAM and will abide by the conditions of same.
- [] I vote AGAINST the PROFIT SHARING PROGRAM and will accept the increased risks and reduced potential profits.

<u>QUESTION 2</u>

This question involves the inclusion and acceptance of the twelve (12) Cellular Partnerships in the state of Florida, which were organized under the exact and similar arrangements as the New Jersey Partnerships. (12)

The Managing Partners of the Florida group were part and parcel of The Cellular Corporation (TCC) planning for several years and have faithfully followed the same guidelines as those of the original program initiated in New Jersey.

The net result of the combining of the Twenty-four (24) Partnerships into the PROFIT SHARING PROGRAM, will substantially reduce the Individual Partnership risks as well as the Individual risks and at the same time, will substantially increase the Individual Partnerships and Individual Partner opportunity to participate in a greater NUMBER of LARGER markets. ("BIGGER Wins.")

(The Managing Partner recommends that this arrangement be approved.).

YOUR VOTE

I vote YES unreservedly for the acceptance and inclusion the Twelve Florida Partnership to participate on an equal and pro-rata basis with the Twelve (12) New Jersey Partnerships.

I vote AGAINST the inclusion of the Twelve Florida Partnerships in the entire program with the Twelve (12) New Jersey Partnerships.

Date: Sept 15, 1988

Signature

GENERAL PARTNER SIGNATURE PAGE

for

AGREEMENT OF PARTNERSHIP

The undersigned hereby execut	ed and acknowledges that attached Agreement of
Partnership (the "Partnership Agreem	ent") of
Company, as of theda	y of, 198, and agrees to
become a General Partner thereof	in accordance with the terms and provisions of said
Partnership Agreement.	
AMIR R. RIAHI Name of partner	INDIVIDUAL
Name of partner	Form of Entity (individual, partnership, corporation, etc.)
<u>૦ જાર</u>	Umir R. Riafri
Number of Units	Signature(s) Title (if not an individual)
3305 4CORN CT.	9-22-88
Residence Address	Date
1200A 11 10605	361-50 1001
City, State, Zip Code	361-59-4554 Social Security or (if applicable) Tax I.D. Number
COUNTY OF KAINE) SS:
BEFORE ME. a Notary Public in	and for said County and State, on this day personally
appeared the above-named Ann	
who acknowledged that he did	sign the foregoing Agreement of Partnership of
	_ as a General Partner thereof and that the same is
his own free act and deed,	
IN WITNESS WHEREOF, I hav	e hereunto set my hand and seal this $\frac{337}{2}$ day
of SCIONNACT. 1988	
OFFICIAL SEAL :	Miricali king
MY COMMISSION EXPIRES 37 90	Notary Public

Federal Co	minute adone Commission
Docket No. WIA	Of Exhibit No. 25
Presented by	and the state of t
	Identified
Reporter	CICZOIOI
Date 10 23	102

	Name !	to be used									
		AMIR	R.	RIAH	<i>‡1</i>						
	Nr (of individua							Title		
			_				(If A	applicant is a C	orporation, P	artnership	o, Etc.)
	33	305	ACOI	en c	:	AURO	RA	14			60505
	Street	Address (Do	NOT use P	.O. Box)	C	ity		1L State			Zip Code
	-		- 54			•					
	Social	Security No				•					
		· •					2123	911-	2620		
	(312) 8 51	- 173	?			Rusiness I	844- Phone Number			
							Cusiness i	none ramber			
		ant is (Chec						_ Partnership			
		Individ					 _	_ Unincorporate	ed Company	ı	
		•									
i.	If the o	wnership ir	iterest for	married o	couples o	r groups of	f individuals	is anything oth	er than equa	il percent	ages, pleas
	give us	tuli details.									
											
1.	Are all							zens of the Unit	ted States?		
		Yes _	No	If No,	, please a	ttach an ex	thibit giving f	ull details.			
5	is any r	narty, partne	er or sbare	eholder inv	valved in	this applies	ation a repres	sentative of an	alien or foreig	ın govem	ment?
	10 0.17	Van				いいつ タレクック					
		res _	No.	If Yes	s, please a	attach an e	xhibit giving	full details.			
	If applic		rtnership,	If Yes	s, please a	attach an e	xhibit giving	full details. as an exhibit h		n oral pai	rtnership, lis
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CELLULAR ACT CIONI

SUBSCRIPTION AGREEMENT

٦	The under	signed, havin	g re	ceived a	a copy	y of the	Partne	rship A	greement	and
the	related	documents	to	which	the	Partne	rship	Units	("Units")	of
		a	ger	neral pa	ırtners	ship (the	"Partr	nership"), are offe	ered
for a	and in co	nsideration o	f th	e execu	ition :	and deli	very o	f a like	Subscrip	tion
Agre	eement by	other invest	ors,	hereby	agre	es to pu	irchase	2115	Unit(s	;) at
the	price of	10027		per	Unit,	and in	consid	leration	therewith	n to
beco	ome a Par	tner of the Pa	irtne	rship.						

The undersigned agrees that payment of the full purchase price for each Unit shall be made in cash or check payable to the Partnership with the delivery of this Agreement and all other documents required to be executed by the partners.

In the event that the closing of the sale of the Units does not occur as set forth in the Partnership Agreement or is rejected by the Partnership, then the sundersigned's obligations hereunder and this Subscription Agreement shall be shull and void and all funds will be returned without interest.

The undersigned hereby represents and warrants to the Partnership and to the other investors that he:

- (a) has received, read and understood the Partnership Agreement, Subscription Agreement, and all related documents in connection with this transaction;
- (b) is aware that the investment in the Partnership involves certain economic variables and risks that could possibly adversely affect the security of his investment and that by becoming a general partner he will jointly and severally be responsible for all debts, obligations and claims arising from the Partnership business;

the legality of the Partnership or whether the Partnership complies with applicable securities laws of any state, and that TCC will not directly or indirectly manage the affairs of the Partnership;

(h) if	the u	nder	signed is a	a Partne	rship,	Corpor	ation	n or oth	er entit	y, tha	it such
entity	has	its	principal	office	and	place	of	busine	ss in	the	State
of		<u> </u>		or if s	uch e	ntity wa	as fo	ormed f	or the	purp	ose of
acquir	ing U	nit(s)	in the Pa	rtnershi	p, tha	t each	and	every b	enefic	ial ow	ner of
such (entity	is a	resident	of the	State	of			- <u></u>		_, and
meets	all oth	ner s	uitability st	andards	set fo	orth in ti	his A	greeme	ent.		

The undersigned further represents that he may not cancel, transfer, assign or rescind this Agreement and this Agreement is subject to acceptance or rejection by the Partnership, and in case of rejection all funds will be returned.

The undersigned further represents that the information set forth below is accurate and may be relied upon for all purposes.

ASSIGNMENT AGREEMENT

By execution of this Assignment Agrees	ment, the undersigned Parmer (Assignor), of ALEE CELLULAR
COMMUNICATIONS, a regis	tered New Jersey Partnership, hereby assigns to
AMIR R. RIAHI	(Purchaser), all right, title and interest owned by the
undersigned in the ALEE CELLULAR COM	MMUNICATIONS PARTNERSHIP, free and clear of any and all
encumbrances, liens, security interests, adve	erse claims and liabilities. The rights assigned hereunder include,
without limitation, all ownership, voting rigi	hts, distribution of profit and any other priviledges or rights either
direct or indirect in any Rural Statistical	Areas (RSAs) which have been or may be won in the Federal
Communications Commission RSA lotterio	es commencing September 23, 1988 for the Alaska and Hawaii
RSAs, and continuing through the completic	on of Tier 5 lotteries. The undersigned warrants by signature at the
bottom hereof that such signature is genuit	ne and binding. In consideration of this Assignment, Purchaser
agrees to pay the Assignor the amount of	and the state of t
assume all future financial obligations affilia	ted with his position in the Partnership.
The Assignor acknowledges that it may	be necessary for his name to be replaced by Purchaser on the 1.65
Amendment to be filed with the Federal Co	mmunications Commission on any ownership exhibits filed with
the FCC for lotteries won by ALEE CELLU	LAR COMMUNICATIONS in Tiers 1 and 2. Assignor agrees to
cooperate in any way necessary to assure the	at this transfer is made as effectively and promptly as possible.
This Agreement contains the entire agreement	eement between Assignor and Purchaser and supersedes all prior
oral and written agreements, commitments	or understandings with respect to the matters provided herein, and
no amendment or modification hereof shall	be binding upon any party hereto unless set forth in writing and
signed by Assignor and Purchaser. The rig	hts and obligations of the parties hereto shall be governed by the
laws of the State of New Jersey. In witness	whereof, the parties hereby execute this Assignment Agreement
on the dates indicated below.	
PURCHASER:	
Br amir R. Right.	THE ASSIGNOR:
	(Insert name of Assignor)
Title:	5/1/1/1/2
	By: //il/ // /ill/ CX/
	Title:
Marie Company	1110.
Subscriped and sworn to, before mela	
Notary Public.	
September 23. 1988	
Date/	
My Commission Expires:	
i	
January 4, 1990	

(Rev. July 1984)	
Department of the Treasury	Identification Number and Certification
Internal Revenue Service	
Marine as shown on accou	int (If joint account, list first and circle the name of the person or entity whose number you enter in

Middleman, Broker, or Barter Exchange

IUI	AUSI MEASURE CRITICAL					
ī	Name as shown on account	int (If joint account, list first and C	rcie the name of i	the person or entity whose nur	iber you enter in	Part (below.)
print or	Address 3 <i>305</i>	ACORN	CT.	· · · · · · · · · · · · · · · · · · ·		
7	City, State, and ZIP co	AURORA,	14	60505		
Lis	t account number(s)					
0	arti Taxpayer Id	entification Number—	For All Acco	unts	Part II	For Payees Exempt From Backup Withholding (See
the IS	e appropriate box. For your social security	dentification number in properties of the second se		54 4554]	Instructions)
ha	ve a number, see Hoi	TO COLEMIE THE		OR		

Certification.—Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions.—You must cross out item (2) above if you have been notified by IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by IRS that you were subject to backup withholding you received another notification from IRS that you are no longer subject to backup withholding, do not cross out item (2). (Also see Certification under Specific Instructions.)

Sign Here	Signature > finnin	\mathcal{K}	Right	Date !
Please			/	

Instructions

(Section references are to the Internal Revenue Code.)

Purpose of Form

Complete this form and give it to the payer of interest, dividends, and certain other payments (including broker and barter exchange transactions) so that you will not be subject to the 20% backup withholding that became effective January 1, 1984.

Use this form to report and certify your taxpayer identification number (TIN) to the payer, to certify that you are not subject to backup withholding because of underreporting interest and dividends on your tax return, and to claim exemption from backup withholding if you are an exempt payee.

If you do not complete this form properly and return it to the payer, the payer may be required to withhold 20% of payments made to you.

Note: If a payer gives you a form other than a W-9 to request your TIN, you must use the payer's form.

What is Backup Withholding

The Interest and Dividend Tax Compliance Act of 1983 requires payers to withhold and pay to IRS 20% of payments of interest, dividends, and certain other payments under certain conditions. This is called "backup withholding." If you give the payer your correct TIN, certify your TIN when required, and report all your taxable interest and dividends on your tax return, your payments will not be subject to backup withholding.

Payments you receive will be subject to backup withholding if:

- (1) You do not furnish your TIN to the payer, or
- (2) IRS notifies the payer that you furnished an incorrect TIN, or
- (3) You are notified by IRS that you are subject to backup withholding because you failed to report all your interest and dividends on your tax return (for interest and dividend accounts only), or
- (4) You fail to certify to the payer that you are not subject to backup withholding under (3) above (for interest and dividend accounts opened after 1983 only), or
- (5) You fail to certify your TIN. This applies only to interest, dividend, broker, or barter exchange accounts opened after 1983, or broker accounts considered inactive in 1983.

For other payments, you are subject to backup withholding only if (1) or (2) above applies.

Certain payees and payments are exempt from backup withholding and information reporting. See Payees and Payments Exempt from Backup Withholding, on this page, and Exempt Payees and Payments under Specific Instructions, on page 2, if you are an exempt payee.

How to Obtain a TIN

If you do not have a TIN, you should apply for one immediately. To apply for the number obtain Form SS-5, Application for a Social Security Number Card (for individuals), or Form SS-4, Application for Employer Identification Number (for businesses and all other entities), at your local office of the Social Security Administration or the Internal Revenue Service. Complete and file the appropriate form according to its instructions.

If you do not have a TIN, write "Applied For" in the space for the TIN in Part I, sign and date the form, and give it to the payer. You will then have 60 days to obtain a TIN and furnish it to the payer. During the 60-day penod, the payments you receive will not be subject to the 20% backup withholding. However, if the payer does not receive your TIN from you within 60 days, backup withholding will begin and continue until you furnish your TIN to the payer.

Note: Writing "Applied For" on the form means that you have already applied for a TIN, OR that you intend to apply for one in the near future.

As soon as you receive your TIN, complete another Form W-9, include your new TIN, sign and date the form, and give it to the payer.

Payees and Payments Exempt from Backup Withholding

The following lists payees that are exempt from backup withholding and information reporting. For interest and dividends, all fisted payees are exempt. For broker transactions, payees listed in (1) through (13), and a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker are exempt. Payments subject to reporting under sections 6041 and 6041A are generally exempt from backup withholding only if paid to payees described in items (1) through (6), except that a corporation that provides medical and health care services or bills and collects payments for such services is not exempt from backup withholding or information reporting. Only payees described in items (2) through (6) are exempt from backup withholding for barter exchange transactions. patronage dividends, and payments by certain fishing boat operators.

CODE 268 (Revised 10/85)

EXHIBIT A

The partners of the General Partnership are:

Vincent DiCostanzo		•			
NAME				•	
415 Monroe Avenue	New Milford,	New Jers		07646	(201) 262-8749
ADDRESS	CITY		STATE	ZIP CODE	TELEPHONE
Jay McInerney					
NAME					
246 West 11 th Street	New York,	New York			
ADDRESS	CITY		STATE	ZIP CODE	TELEPHONE
Shafi M. Sharifan					
NAME					
77 Yantecaw Avenue	Bloomfield	, New Jers	sey 07003		(201)893-9245
ADDRESS	CITY		STATE	ZIP CODE	TELEPHONE
Dennis R. Spence					
NAME					
59 James Street	Bloomfield,	New Jerse	ey 07003	(20	01)743-1851
AESS	CITY		STATE	ZIP CODE	TELEPHONE
	-				
Joel I. Bunis					
Joel I. Bunis NAME				Bus /	201)273-2464
	 2E ElizabetH	n, New Je:	rsey O	Bus. (7208	201)273-2464 (201)289-2418
NAME	2E ElizabetM	n, New Je:	rsey O STATE		•
NAME 524 Morris Avenue, Apt. ADDRESS		n, New Je		7208	(201) 289-2418
NAME 524 Morris Avenue, Apt.		n, New Je:		7208 ZIP CODE	(201) 289-2418 TELEPHONE
NAME 524 Morris Avenue, Apt. ADDRESS Nancy Kelner	CITY			7208 ZIP CODE Bus. ((201) 289-2418
NAME 524 Morris Avenue, Apt. ADDRESS Nancy Kelner NAME	CITY		STATE	7208 ZIP CODE Bus. ((201) 289-2418 TELEPHONE (201) 273-3023
NAME 524 Morris Avenue, Apt. ADDRESS Nancy Kelner NAME 38 Georgia Street ADDRESS	CITY		STATE 07016	7208 ZIP CODE Bus. ((201) 289-2418 TELEPHONE 201) 273-3023 201) 272-9072
NAME 524 Morris Avenue, Apt. ADDRESS Nancy Kelner NAME 38 Georgia Street	CITY		STATE 07016	7208 ZIP CODE Bus. ((201) 289-2418 TELEPHONE 201) 273-3023 201) 272-9072
NAME 524 Morris Avenue, Apt. ADDRESS Nancy Kelner NAME 38 Georgia Street ADDRESS Edward Rogers	CITY		STATE 07016	7208 ZIP CODE Bus. ((201) 289-2418 TELEPHONE 201) 273-3023 201) 272-9072